

PLAN OF REORGANIZATION

OF

PREMERA BLUE CROSS

Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03 (the "Corporation"), hereby adopts the following plan of reorganization in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, to change its form of organization to become a Washington corporation under RCW Chapter 23B:

1. Pursuant to the Transfer of Assets Agreements attached hereto, the Corporation will (a) undertake the contribution of (all of the assets and liabilities listed on Schedule 1 to Premera Blue Cross Blue Shield of Alaska, an Alaska corporation formed under Chapter 10.06 of the Alaska Statutes, in exchange for all of the issued and outstanding stock of Premera Blue Cross Blue Shield of Alaska; and then (b) undertake the contribution of all of the Corporation's assets and liabilities, including the stock of Premera of Blue Cross Blue Shield of Alaska, to [New Premera Blue Cross Corp.], a Washington corporation formed under RCW Chapter 23B, in exchange for all of the issued and outstanding stock of [New Premera Blue Cross Corp.].

2. The Corporation will distribute 100% of its assets, including all the stock of [New Premera Blue Cross Corp.], to the Corporation's sole voting member, PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 and then liquidate and dissolve as soon as practical thereafter pursuant to the Articles of Dissolution attached hereto.

PREMERA BLUE CROSS

By: _____
Its: _____

ARTICLES OF DISSOLUTION

OF

PREMERA BLUE CROSS

Pursuant to RCW 24.03.240, the following Articles of Dissolution are submitted for filing:

1. The name of the corporation is Premera Blue Cross (the "Corporation").
2. The sole voting member of the Corporation adopted a resolution to dissolve the Corporation by written consent on or _____, 200__.
3. All debts, obligations and liabilities of the Corporation have been paid, satisfied and discharged, or adequate provision has been made therefor.
4. All remaining property and assets of the Corporation have been transferred, conveyed or distributed in accordance with RCW 24.03.225.
5. With respect to any suits pending against the Corporation in any court, adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation.
6. A copy of the Department of Revenue Tax Clearance Certificate, issued on _____, 200__, is attached hereto.

Dated _____, 200__.

PREMERA BLUE CROSS

By: _____

Its: _____